



**WASHINGTON H SOUL PATTINSON
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

19 March 2019

The Company Secretary
Smartgroup Corporation Limited
Level 8, 133-145 Castlereagh Street,
Sydney NSW 2000

Dear Ms. MacIntosh

Notice of ceasing to be a substantial holder

We enclose Corporations Act 2001 Form 605, Notice of ceasing to be a Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth
Company Secretary

Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Smartgroup Corporation Limited (ASX: SIQ)

ACN/ARSN ACN 126 266 831

1. Details of substantial holder (1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

The holder ceased to be a substantial holder on 14/03/2019
 The previous notice was given to the company on 08/11/2018
 The previous notice was dated 08/11/2018

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's voted affected
10/12/2018	WHSP (due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG))	Purchase	\$224,397	24,233 ordinary shares	24,233
12/12/2018	WHSP as above	Purchase	\$33,635	3,550 ordinary shares	3,550
14/12/2018	WHSP as above	Purchase	\$72,236	7,623 ordinary shares	7,623
18/12/2018	WHSP as above	Purchase	\$587,068	64,109 ordinary shares	64,109
20/12/2018	WHSP as above	Purchase	\$103,522	12,083 ordinary shares	12,083
21/12/2018	WHSP as above	Purchase	\$320,933	37,917 ordinary shares	37,917
27/12/2018	WHSP as above	Purchase	\$694,514	79,758 ordinary shares	79,758
28/12/2018	WHSP as above	Purchase	\$438,708	50,095 ordinary shares	50,095
04/01/2019	WHSP as above	Purchase	\$174,203	20,147 ordinary shares	20,147
14/01/2019	WHSP as above	Purchase	\$1,554,663	170,000 ordinary shares	170,000
01/02/2019	WHSP as above	Sale	\$50,827	-5,000 ordinary shares	-5,000
04/02/2019	WHSP as above	Sale	\$47,598	-5,000 ordinary shares	-5,000
12/12/2019	WHSP as above	Sale	\$371,576	-37,621 ordinary shares	-37,621
13/02/2019	WHSP as above	Sale	\$1,115,827	-113,084 ordinary shares	-113,084
18/02/2019	WHSP as above	Sale	\$7,271	-735 ordinary shares	-735
19/02/2019	WHSP as above	Purchase	\$170,094	20,000 ordinary shares	20,000
19/02/2019	WHSP as above	Purchase	\$255,260	30,000 ordinary shares	30,000
05/03/2019	WHSP as above	Sale	\$303,664	-35,480 ordinary shares	-35,480
06/03/2019	WHSP as above	Sale	\$92,047	-10,784 ordinary shares	-10,784
07/03/2019	WHSP as above	Sale	\$202,847	-23,668 ordinary shares	-23,668
08/03/2019	WHSP as above	Sale	\$232,704	-27,274 ordinary shares	-27,274

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's voted affected
14/03/2019	WHSP as above	Sale	\$2,950,994	-350,000 ordinary shares	-350,000

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
PCG	Level 12, 167 Macquarie Street, Sydney NSW, 2000

Signature

print name Ian David Bloodworth capacity Company Secretary

sign here



date 19/03/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.